

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:

Genesis Global Holdco, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 23-10063 (SHL)

GEMINI TRUST COMPANY, LLC, for itself
and as agent on behalf of the Gemini Lenders,

Plaintiff,

v.

Adv. Proc. No. 23-01192 (SHL)

GENESIS GLOBAL CAPITAL, LLC,
GENESIS GLOBAL HOLDCO, LLC, and
GENESIS ASIA PACIFIC PTE. LTD.

Defendants.

**DECLARATION OF KATHARINE ROSS IN SUPPORT OF
MOTION TO DISMISS COUNTS II, III, AND IV OF THE COMPLAINT AS TO
GENESIS GLOBAL CAPITAL, LLC AND ALL COUNTS AS TO
GENESIS GLOBAL HOLDCO, LLC, AND GENESIS ASIA PACIFIC PTE. LTD.**

I, Katharine Ross, make this declaration pursuant to 28 U.S.C. § 1746 and state as follows:

BACKGROUND

1. I am an associate at Cleary Gottlieb Steen & Hamilton LLP (“Cleary Gottlieb”), which represents the Debtors in these Chapter 11 Cases.

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s tax identification number (as applicable), are: Genesis Global Holdco, LLC (8219); Genesis Global Capital, LLC (8564); Genesis Asia Pacific Pte. Ltd. (2164R). For the purpose of these Chapter 11 Cases, the service address for the Debtors is 175 Greenwich Street, 38th Floor, New York, NY 10007.

2. I respectfully submit this declaration in support of the *Debtors' Motion to Dismiss Counts II, III, and IV of the Complaint as to Genesis Global Capital, LLC and All Counts as to Genesis Global Holdco, LLC, and Genesis Asia Pacific Pte. Ltd.*, which is being filed substantially simultaneously herewith.

3. A true and accurate copy of the side letter agreement between Genesis Global Capital, LLC (“GGC”) and Gemini Trust Company, LLC dated December 23, 2020 is attached as Exhibit 1 to this Declaration.

4. A true and accurate copy of the e-mail from Niels Gjertson, General Counsel to Gemini Trust Company, LLC, to Andrew Sullivan, General Counsel of Lending to GGC, and Diana Kim, Corporate Secretary to Genesis Global Holdco, LLC, dated November 16, 2022 is attached as Exhibit 2 to this Declaration.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

[Signature page follows.]

Executed on November 21, 2023.

/s/ Katharine Ross

Katharine Ross

Associate

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